

Annexure-C

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

(as on Financial Year ended on 31.03.2018)

{Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014}

I. REGISTRATION & OTHER DETAILS:

i	CIN	L74899DL1984PLC019097
ii	Registration Date	13/09/1984
iii	Name of the Company	Relaxo Footwears Limited
iv	Category/Sub-category of the Company	Public Company Limited by Shares
v	Address of the Registered office & contact details	Aggarwal City Square, Plot No. 10, Manglam Place, District Centre, Sector-3, Rohini, Delhi- 110085 +91-11-46800600, 46800700 Email : rfl@relaxofootwear.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Pvt. Ltd. Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Nanakramguda, Hyderabad, Telangana- 500032. Ph. : +91- 040-67162222 Email: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S.No.	Name & Description of main Products/services	NIC Code of the Product/service	% to total turnover of the Company
1.	Manufacturer of Footwear made primarily of vulcalized or moulded rubber and plastic	15202	99

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES :

Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-Wise Shareholding :

Category of shareholder	No. of Shares held at the beginning of the year (As on 31-March-2017)				No. of Shares held at the end of the year (As on 31-March-2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) INDIAN									
a) Individual /HUF	90009000	-	90009000	74.93	89359000	-	89359000	74.25	-0.68
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total A(1)	90009000	-	90009000	74.93	89359000	-	89359000	74.25	-0.68
(2) FOREIGN									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total A(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter(s) A=A(1)+A(2)	90009000	-	90009000	74.93	89359000	-	89359000	74.25	-0.68
B. PUBLIC SHAREHOLDING									
(1) INSTITUTIONS									
a) Mutual Funds	2148363	-	2148363	1.79	2598606	-	2598606	2.16	0.37
b) Banks/FI	3790	-	3790	0.00	14961	-	14961	0.01	0.01
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's*	5368228	-	5368228	4.47	5554680	-	5554680	4.62	0.15
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-Total B(1)	7520381	-	7520381	6.26	8168247	-	8168247	6.79	0.53

Category of shareholder		No. of Shares held at the beginning of the year (As on 31-March-2017)				No. of Shares held at the end of the year (As on 31-March-2018)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2)	NON-INSTITUTIONS									
a)	Bodies Corp.									
i)	Indian	16059787	-	16059787	13.37	16056460	-	16056460	13.34	-0.03
ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
i)	Individual Shareholders holding nominal share capital upto ₹ 1 lakh	4536216	842610	5378826	4.48	4167028	570360	4737388	3.94	-0.54
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	600000	-	600000	0.50	942718	124000	1066718	0.89	0.39
(c)	Others (specify)									
i)	Clearing Members	27203	-	27203	0.02	12215	-	12215	0.01	-0.01
ii)	Non Resident Indians*	397474	-	397474	0.33	513300	-	513300	0.42	0.09
iii)	Trusts	-	-	-	-	3577	-	3577	0.00	0.00
iv)	Alternative Investment Fund	37579	-	37579	0.03	184090	-	184090	0.15	0.12
v)	NBFC (Registered with RBI)	100000	-	100000	0.08	100150	-	100150	0.08	0.00
vi)	IEPF	-	-	-	-	152475	-	152475	0.13	0.13
	Sub-Total B(2)	21758259	842610	22600869	18.81	22132013	694360	22826373	18.96	0.15
	Total Public Shareholding B=B(1)+B(2)	29278640	842610	30121250	25.07	30300260	694360	30994620	25.75	0.68
C)	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL	119287640	842610	120130250	100.00	119659260	694360	120353620	100.00	

* No payment on account of Dividend has been made in foreign currency to NRI or any other foreign person during the Financial Year 2017-18.

B) Shareholding of Promoters:

S.No.	Shareholder's Name	Shareholding at the beginning of the year (As on 31-March-2017)			Shareholding at the end of the year (As on 31-March-2018)			% Change in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares Pledged/encumbered to total shares	
1	Ramesh Kumar Dua	31473150	26.20	-	31148150	25.88*	-	-0.32
2	Mukand Lal Dua	26770700	22.28	-	26445700	21.97*	-	-0.31
3	Nikhil Dua	4500450	3.75	-	4500450	3.74**	-	-0.01
4	Usha Dua	4500450	3.75	-	4500450	3.74**	-	-0.01
5	Lalita Dua	4500450	3.75	-	4500450	3.74**	-	-0.01
6	Rahul Dua	4500450	3.75	-	4500450	3.74**	-	-0.01
7	Gaurav Dua	4500450	3.75	-	4500450	3.74**	-	-0.01
8	Ritesh Dua	4500450	3.75	-	4500450	3.74**	-	-0.01
9	Nitin Dua	4500450	3.75	-	4500450	3.74**	-	-0.01
10	Mukand Lal Dua (HUF)	232000	0.19	-	232000	0.19	-	-
11	Ramesh Kumar Dua (HUF)	20000	0.02	-	20000	0.02	-	-
12	Sakshi Dua	10000	0.01	-	10000	0.01	-	-

* Decrease in percentage shareholding of Mr. Ramesh Kumar Dua & Mr. Mukand Lal Dua is due to sale of shares and ESOP allotment during the year.

**Decrease in percentage shareholding of Mr. Nikhil Dua, Ms. Usha Dua, Ms. Lalita Dua, Mr. Rahul Dua, Mr. Gaurav Dua, Mr. Ritesh Dua & Mr. Nitin Dua is due to ESOP allotment during the year.

C) Change in Promoters' Shareholding :

S.No.	For Each Promoter	Shareholding at the beginning of the year		Date	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company		No. of Shares	% of total Shares of the company
1.	Ramesh Kumar Dua					
	At the beginning of the year	31473150	26.20	31/03/2017	31473150	26.20
	Decrease in Shareholding due to sale of shares during the year	-325000	-0.27	29/11/2017	31148150	25.88
	At the End of the year			31/03/2018	31148150	25.88
2.	Mukand Lal Dua					
	At the beginning of the year	26770700	22.28	31/03/2017	26770700	22.28
	Decrease in Shareholding due to sale of shares during the year	-325000	-0.27	29/11/2017	26445700	21.97

There is no change in shareholding of other promoters during the Financial Year 2017-18

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S.No.	Name of the Share Holder	Shareholding at the beginning of the year		Date	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company		No. of Shares	% of total Shares of the company
1	VLS SECURITIES LIMITED					
	At the beginning of the Year	8150000	6.78	31/03/2017	8150000	6.78
	Increase/ Decrease in Shareholding during the year	-	-	-	-	-
	At the end of the Year			31/03/2018	8150000	6.77
2.	VLS FINANCE LTD					
	At the beginning of the Year	6286791	5.23	31/03/2017	6286791	5.23
	Increase/ Decrease in Shareholding during the year	1000	0.00	13/10/2017	6287791	5.23
		-1000	0.00	03/11/2017	6286791	5.23
	At the end of the Year			31/03/2018	6286791	5.22
3.	JWALAMUKHI INVESTMENT HOLDINGS					
	At the beginning of the Year	4088907	3.40	31/03/2017	4088907	3.40
	Increase/ Decrease in Shareholding during the year	4088907	3.40	14/07/2017	8177814	6.80
		-4088907	-3.40	31/03/2018	4088907	3.40
	At the end of the Year			31/03/2018	4088907	3.40
4.	SBI MAGNUM GLOBAL FUND					
	At the beginning of the Year	1700000	1.42	31/03/2017	1700000	1.42
	Increase/ Decrease in Shareholding during the year	-260000	-0.22	09/02/2018	1440000	1.20
		-60543	-0.05	09/03/2018	1379457	1.15
	At the end of the Year			31/03/2018	1379457	1.15
5.	ICICI PRUDENTIAL VALUE FUND-SERIES 10					
	At the beginning of the Year	0	0.00	31/03/2017	0	0.00
	Increase/ Decrease in Shareholding during the year	49462	0.04	19/05/2017	49462	0.04
		2176	0.00	09/06/2017	51638	0.04
		764	0.00	07/07/2017	52402	0.04
		14939	0.01	28/07/2017	67341	0.06
		1320	0.00	04/08/2017	68661	0.06
		1833	0.00	18/08/2017	70494	0.06
		13279	0.01	25/08/2017	83773	0.07
		16648	0.01	01/09/2017	100421	0.08
		11707	0.01	29/09/2017	112128	0.09
		3128	0.00	06/10/2017	115256	0.10
		3323	0.00	01/12/2017	118579	0.10
		578770	0.48	08/12/2017	697349	0.58
	At the end of the Year			31/03/2018	697349	0.58
6	JATINDER AGARWAL					
	At the beginning of the Year	600000	0.50	31/03/2017	600000	0.50
	Increase/ Decrease in Shareholding during the year	-2976	0.00	01/09/2017	597024	0.50
		-10443	-0.01	08/09/2017	586581	0.49
		-15154	-0.01	15/09/2017	571427	0.48
		-11427	-0.01	22/09/2017	560000	0.47
		-1311	0.00	06/10/2017	558689	0.47
		-19075	-0.02	13/10/2017	539614	0.45
		-22	0.00	27/10/2017	539592	0.45
		-39592	-0.03	31/10/2017	500000	0.42
	At the end of the Year			31/03/2018	500000	0.42

S.No.	Name of the Share Holder	Shareholding at the beginning of the year		Date	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company		No. of Shares	% of total Shares of the company
7	KARVANSARAI TRAVEL AND LIFESTYLE PRIVATE LIMITED					
	At the beginning of the Year	443190	0.37	31/03/2017	443190	0.37
	Increase/ Decrease in Shareholding during the year	-	-	-	-	-
	At the end of the Year			31/03/2018	443190	0.37
8	VALUEQUEST INDIA MOAT FUND LIMITED					
	At the beginning of the Year	418640	0.35	31/03/2017	418640	0.35
	Increase/ Decrease in Shareholding during the year	225000	0.18	09/02/2018	643640	0.53
	At the end of the Year			31/03/2018	643640	0.53
9	VIBGYOR INVESTORS AND DEVELOPERS PVT LTD					
	At the beginning of the Year	400000	0.33	31/03/2017	400000	0.33
	Increase/Decrease in Shareholding during the year	-	-	-	-	-
	At the end of the Year			31/03/2018	400000	0.33
10.	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C					
	At the beginning of the Year	273765	0.23	31/03/2017	273765	0.23
	Increase/ Decrease in Shareholding during the year	115000	0.09	09/06/2017	388765	0.32
		-168000	-0.14	09/06/2017	220765	0.18
		-10000	-0.01	03/11/2017	210765	0.17
		-4300	0.00	15/12/2017	206465	0.17
		-17127	-0.01	22/12/2017	189338	0.16
		-11500	-0.01	12/01/2018	177838	0.15
		500	0.00	09/02/2018	178338	0.15
		3088	0.00	16/03/2018	181426	0.15
		10000	0.01	23/03/2018	191426	0.16
		5000	0.00	30/03/2018	196426	0.16
	At the end of the Year			31/03/2018	196426	0.16
11	EM RESURGENT FUND					
	At the beginning of the Year	249796	0.21	31/03/2017	249796	0.21
	Increase/ Decrease in Shareholding during the year	-	-	-	-	-
	At the end of the Year			31/03/2018	249796	0.21

E) Shareholding of Directors and Key Managerial Personnel:

S.No.	Shareholding of each Director and each Key Managerial Personnel	Shareholding at the beginning of the year		Date	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company		No. of Shares	% of total Shares of the company
1.	Ramesh Kumar Dua					
	At the beginning of the year	31473150	26.20	31/03/2017	31473150	26.20
	Increase / Decrease in Shareholding during the year	-325000	-0.27	29/11/2017	31148150	25.88*
	At the end of the year			31/03/2018	31148150	25.88
2.	Ramesh Kumar Dua (HUF)					
	At the beginning of the year	20000	0.02	31/03/2017	20000	0.02
	Increase / Decrease in Shareholding during the year	-	-	-	-	-
	At the end of the year			31/03/2018	20000	0.02
3.	Mukand Lal Dua					
	At the beginning of the year	26770700	22.28	31/03/2017	26770700	22.28
	Increase / Decrease in Shareholding during the year	-325000	-0.27	29/11/2017	26445700	21.97*
	At the end of the year			31/03/2018	26445700	21.97
4.	Mukand Lal Dua(HUF)					
	At the beginning of the year	232000	0.19	31/03/2017	232000	0.19
	Increase / Decrease in Shareholding during the year	-	-	-	-	-
	At the end of the year			31/03/2018	232000	0.19
5.	Nikhil Dua					
	At the beginning of the year	4500450	3.75	31/03/2017	4500450	3.75
	Increase / Decrease in Shareholding during the year	-	-	-	-	-
	At the end of the year			31/03/2018	4500450	3.74**
6.	Deval Ganguly					
	At the beginning of the year	-	-	31/03/2017	-	-
	Increase / Decrease in Shareholding during the year due to allotment of Esop Shares and sale of Esop Shares	24480 -13250 -1870	0.02 -0.01 0.00	15/11/2017 16/03/2018 23/03/2018	24480 11230 9360	0.02 0.01 0.01
	At the end of the year			31/03/2018	9360	0.01
7.	Pankaj Shrimali					
	At the beginning of the year	22000	0.02	31/03/2017	22000	0.02
	Increase / Decrease in Shareholding during the year	-	-	-	-	-
	At the end of the year			31/03/2018	22000	0.02
8.	Sushil Batra					
	At the beginning of the year	21710	0.02	31/03/2017	21710	0.02
	Increase in Shareholding during the year due to allotment of Esop Shares	17990	0.01	15/11/2017	39700	0.03
	At the end of the year			31/03/2018	39700	0.03
9.	Vikas Kumar Tak					
	At the beginning of the year	-	-	31/03/2017	-	-
	Increase in Shareholding during the year	1	0.00	22/02/2018	1	0.00
	At the end of the year			31/03/2018	1	0.00

* Decrease in percentage shareholding of Mr. Ramesh Kumar Dua & Mr. Mukand Lal Dua is due to sale of shares and ESOP allotment during the year.

**Decrease in percentage shareholding of Mr. Nikhil Dua is due to ESOP allotment during the year.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ in Crores)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	178.44	-	-	178.44
ii) Interest due but not paid	0.08	-	-	0.08
iii) Interest accrued but not due	0.89	-	-	0.89
Total (i+ii+iii)	179.41	-	-	179.41
Change in Indebtedness during the Financial Year				
• Addition	25.20	-	-	25.20
• Reduction	(50.75)	-	-	(50.75)
Net Change	(25.55)	-	-	(25.55)
Indebtedness at the end of the Financial Year				
i) Principal Amount	153.36	-	-	153.36
ii) Interest due but not paid	0.12	-	-	0.12
iii) Interest accrued but not due	0.38	-	-	0.38
Total (i+ii+iii)	153.86	-	-	153.86

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(₹ in Lacs)

S.No.	Particulars of Remuneration	Name of MD/WTD/Manger				Total Amount
		Mukand Lal Dua	Ramesh Kumar Dua	Nikhil Dua	Deval Ganguly	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	120.00	120.00	86.21	93.13	419.34
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.40	0.40	2.90	5.56	9.26
	(c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	83.04	83.04
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	1075.00	1075.00	-	-	2150.00
	- others	-	-	-	-	-
5	Others (Employers Contribution to Provident Fund)	14.40	14.40	3.60	4.21	36.61
	Total (A)	1209.80	1209.80	92.71	185.94	2698.25
	Ceiling as per the Act	10% of Net Profits of the Company as calculated under Section 198 of Companies Act, 2013 is ₹ 2714.68 Lacs				

B. Remuneration to other directors

(₹ in Lacs)

S.No.	Particulars of Remuneration	Pankaj Shrimali	Kuruville Kuriakose	Vivek Kumar	Deepa Verma	Total Amount
1	Independent Directors					
	Fee for attending Board / Committee meetings	3.90	2.80	3.85	3.10	13.65
	Commission	-	-	-	-	-
	Others	-	-	-	-	-
	Total (1)	3.90	2.80	3.85	3.10	13.65
2.	Other Non-Executive Directors					
	Fee for attending Board / Committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	3.90	2.80	3.85	3.10	13.65
	Ceiling as per the Act	1% of Net Profits of the Company as calculated under Section 198 of Companies Act, 2013 is ₹ 271.47 Lacs				
	Total Managerial Remuneration (A+B)					2711.90
	Overall Ceiling as per the Act	11% of Net Profits of the Company as calculated under Section 198 of Companies Act, 2013 is ₹ 2986.15 Lacs				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ in Lacs)

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		22.97	97.99	120.96
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961		0.76	3.36	4.12
	(c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961		-	-	-
		-NA-			
2	Stock Option		-	56.74	56.74
3	Sweat Equity		-	-	-
4	Commission				
	- as % of profit		-	-	-
	- others		-	-	-
5	Others (Employers Contribution to Provident Fund)		1.10	4.37	5.47
	Total		24.83	162.46	187.29

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties / Punishment / compounding of offences were levied under the Companies Act, 2013.